MARVEL KNIGHTS
MARVEL PSR 11
MARK MILLAR · TERRY DODSON · RACHEL DODSON
SPIDER-MAN
THE LAST STAND
3 of 4
TERRY DODSON
RACHEL

PREVIOUSLY IN SPIDER-MAN

"LAST STAND"

PART III OF IV

His beloved Aunt May has been kidnapped, his secret identity has been compromised, and now—in hopes of saving his Aunt's life—Peter Parker has been forced to break into Riker's Island prison to free his arch-nemesis, Norman Osborn, a.k.a. the Green Goblin.

It appears that Norman is at the heart of a conspiracy involving superhumans that dates back more than 60 years, and this secret has put his life at risk. And, on the very night Norman is supposed to be murdered, Spider-Man, with the help of the Black Cat, breaks him out of Riker's...

But, as the saying goes, no good deed goes unpunished.

Norman betrays Spider-Man and has a group of elite super-villains from Spider-Man's past—THE SINISTER 12—ready to meet the web-slinger just after the breakout...

Now, Spidey and the Black Cat find themselves surrounded by bloodthirsty psychopaths...

WRITER	ARTISTS	COLORIST	LETTERER
MARK MILLAR	TERRY & RACHEL DODSON	AVALON'S IAN HANNIN	VC's CORY PETIT

COVER	ASSOC. EDITOR	EDITOR	CHIEF	PUBLISHER
TERRY & RACHEL DODSON	WARREN SIMONS	AXEL ALONSO	JOE QUESADA	DAN BUCKLEY

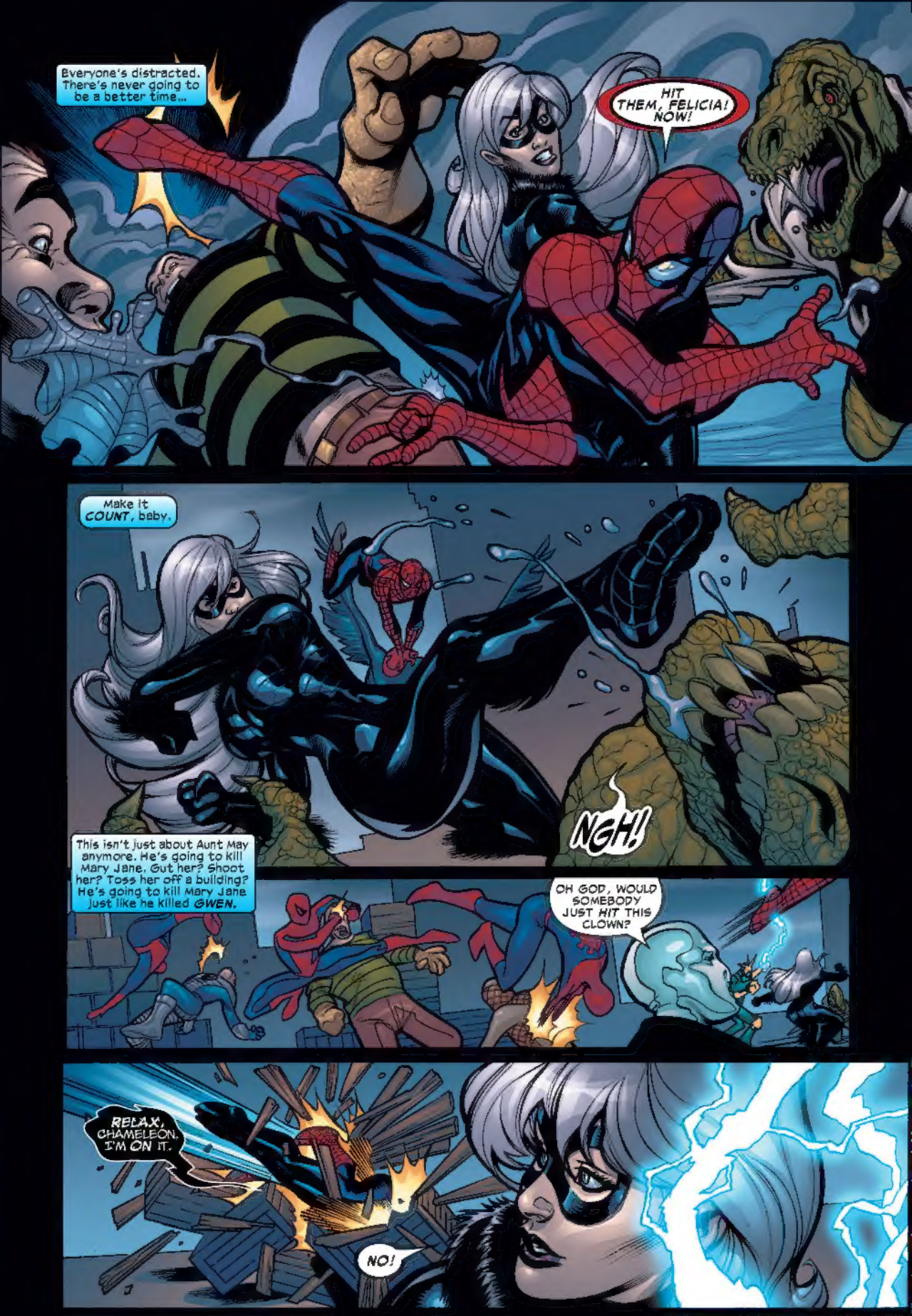
Marvel Knights Spider-Man No. 11, April, 2005. Published Monthly by MARVEL COMICS, a division of MARVEL ENTERTAINMENT GROUP, INC. OFFICE OF PUBLICATION: 10 East 40th Street, New York, NY 10016.

© 2005 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.

$2.99 per copy in the U.S. and $4.25 in Canada (GST #R127032852) in the direct market and $2.99 per copy in the U.S. and $4.25 in Canada (GST #R127032852) through the newsstand; Canadian Agreement #40668537. **Printed in the USA.** AVI ARAD, Chief Creative Officer; ALAN FINE, President & CEO Of Toy Biz and Marvel Publishing; DAN CARR, Director of Production; ELAINE CALLENDER, Director of Manufacturing; DAVID BOGART, Managing Editor; STAN LEE, Chairman Emeritus. For information regarding advertising in Marvel Comics or on Marvel.com, please contact Joe Maimone, Advertising Director, at jmaimone@marvel.com or 212-576-8534.

THE LAST STAND
PART THREE OF FOUR
SCORPION? IS THAT YOU?
I'M NOT THE SCORPION ANYMORE, NORMAN. I'M VENOM. THE NEW VENOM. HOW DO YOU LIKE THE ALIEN SUIT? ISN'T THIS INCREDIBLE?
MARK MILLAR WRITER
TERRY AND RACHEL DODSON ARTISTS
VC'S CORY PETIT LETTERS
AVALON'S IAN HANNIN COLORS
WARREN SIMONS ASSOCIATE EDITOR
AXEL ALONSO EDITOR
JOE QUESADA EDITOR IN CHIEF
DAN BUCKLEY PUBLISHER

WHAT?
NO, IT'S NOT INCREDIBLE. THIS WASN'T PART OF THE PLAN, GARGAN. THE PLAN WAS THAT YOU'D BE WEARING THE NEW SCORPION SUIT I'D PUT ALL THAT TIME AND EFFORT INTO.
I ARRANGE THESE PLOTS IN PHENOMENAL DETAIL AND YOU BECOMING VENOM PLAYED NO PART IN MY EQUATIONS.
NORMAN, LISTEN. I'VE GOTTA SAY, I THINK YOU'RE COMPLETELY OVERREACTING HERE. ALL I'VE DONE IS MAKE MYSELF MORE POWERFUL. THIS CAN ONLY BE GOOD FOR WHAT YOU GOT PLANNED.
REALLY? YOU REALLY THINK SO? OH, WELL. THAT'S FINE THEN, ISN'T IT?
MORON.
IT'S NOT THE FACT THAT YOU'RE WRONG HERE, GARGAN. IT'S THE FACT THAT YOU DEFIED ME.
WE'LL DISCUSS THIS FURTHER ONCE I'VE MURDERED SPIDER-MAN'S PRETTY LITTLE WIFE.
NORMAN, FOR GOD'S SAKE...


Everyone's distracted. There's never going to be a better time...
HIT THEM, FELICIA! NOW!
Make it COUNT, baby.
NGH!
This isn't just about Aunt May anymore. He's going to kill Mary Jane. Gut her? Shoot her? Toss her off a building? He's going to kill Mary Jane just like he killed GWEN.
OH GOD, WOULD SOMEBODY JUST HIT THIS CLOWN?
RELAX, CHAMELEON. I'M ON IT.
NO!

DON'T EVEN THINK ABOUT IT, HONEY.
AIGNH!
MAX! WHAT THE HELL ARE YOU DOING? YOU WERE SUPPOSED TO LEAVE BLACK CAT TO ME.
WE TALKED ABOUT THIS ALL THE WAY HERE, YOU IDIOT. THIS WAS MY BIG REVENGE FOR WHAT SHE DID TO MY FACE.
OKAY, SO WE SIT TIGHT UNTIL SHE COMES AROUND AND THEN YOU GET YOUR BIG REVENGE, ADRIAN. NO NEED TO HAVE A HEART ATTACK, MAN.
THAT'S NOT THE POINT. SHE COULD BE BRAIN-DAMAGED AFTER A CHARGE LIKE THAT. WHERE'S THE FUN IN MESSING HER UP IF SHE'S ALREADY FRIGGIN' BRAIN-DAMAGED?
SO TAKE IT OUT ON SPIDER-MAN, VULTURE. HE'S THE ONE WHO LOST ALL YOUR GRANDSON'S MONEY. HE'S THE ONE YOU SHOULD BE ANGRY WITH.
YEAH. GOOD POINT, SHOCKER. DAMN GOOD POINT.
GONNA HAVE TO WAIT YOUR TURN, OLD MAN. I BEEN LOOKING FORWARD TO THIS SINCE THAT WISE GUY BROKE MY NOSE DURING DOC OCK'S SWEET NUPTIALS A FEW YEARS BACK.
I WANNA REMIND HIM ABOUT THAT MUNITIONS SHED THING. HURT LIKE HELL WHEN THAT PLACE WENT UP...
HEAR THAT, SPIDER-MAN? THEY ALL WANT A PIECE OF YOU NOW. AND YOU KNOW WHAT? THEY'RE GONNA GET IT.
WE'RE GONNA CARVE OUR NAMES IN YOUR CORPSE AND HANG IT FROM THE NEAREST FLAGPOLE.

YOU'VE NO IDEA HOW GOOD IT FEELS HAVING THE SYMBIOTE INSIDE ME. ALL THOSE YEARS OF BEING B-LIST GAVE ME ENOUGH PAIN AND RESENTMENT TO FEED THIS BEAST FOR A LIFETIME.
TELL HIM WHAT WE'RE GONNA DO TO HIM, GARGAN. TELL HIM WHAT'S GONNA HAPPEN TO HIM, HUH?
YOU'RE GONNA DIE TONIGHT, SPIDER-MAN. OSBORN'S ORDERS.
RIGHT HERE, RIGHT NOW. AND YOU KNOW WHAT? THAT SKANKY REDHEAD BACK HOME'S GONNA DIE TONIGHT TOO.
OSBORN'S WANTED A CRACK AT HER FOR A LONG TIME...
HOLY--
SHUT UP!
I'm dead.
I'm already lying on that mortuary slab. My name's in the paper. Peter Parker was Spider-Man. Someone is already chiselling my epitaph on a gravestone.
I'm dead and buried and the only real DIFFERENCE I can make is how many of these punks I can take down before they FINISH me.
UNH!

This was never going to end well. I knew that the second I first stood in front of the bedroom mirror in the costume.
This was never going to be the kind of job you could ever just WALK AWAY from.
There's no handshake or gold watch. Just a bullet out of nowhere that's LUCKIER than the rest.
I always knew it would be messy, but not this NASTY.
Out here behind the warehouses with the old men and the freaks just giggling and laughing. The smell of fish and sand, lunatics screeching as they...
Oh, God. I'm sorry, Aunt May. I'm sorry, MJ. All I ever wanted was to make things right, but I've ended up doing the one thing that scared me MOST...
I've let everybody DOWN again.
You're both going to DIE and it's all my FAULT.
ON MY MARK, LADIES AND GENTLEMEN--

TAKE 'EM DOWN.

Iron Man?
Daredevil?
The Thing?
Captain America?
What the heck's GOING ON here?
How did they even know where Osborn was MEETING me?
UNGH!
I'M SORRY, PETER. SO SORRY FOR GETTING YOU IN TROUBLE LIKE THIS...

...BUT I HAD TO CALL S.H.I.E.L.D. AND LET THEM KNOW WHAT WAS HAPPENING OUT THERE. I JUST KNOW OSBORN'S GONNA SCREW YOU OVER HERE. I JUST KNOW IT
CLEVER GIRL.
JEEZUS!
CAP, I'VE GOTTA GO... I'VE GOTTA GET OUT OF HERE...THE GOBLIN'S GOING TO KILL MY WIFE IF I DON'T...
HEADS UP, HONEY--THAT FREAKY KISSER A' YOURS IS JUST ABOUT TO GET A LITTLE UGLIER!
STOP TALKING AND GO, SPIDER-MAN. WE'VE GOT THESE CREEPS UNDER CONTROL. AND S.H.I.E.L.D. SHOULD BE HERE ANY MINUTE

MJ, I know you were BEHIND this somehow. I know you must have made the call that saved our bacon and I PROMISE you, sweetheart...
...I won't let you down. I won't let him HURT you
University Heights becomes Grand Concourse and Grand Concourse becomes the South Bronx. My hands and feet slap against every high-rise in Manhattan, but it's STILL not fast enough.
I have to keep moving...
Got to get back home and pray I MAKE IT in time...
AAGH!
GARGAN.
Where the hell did HE come from?

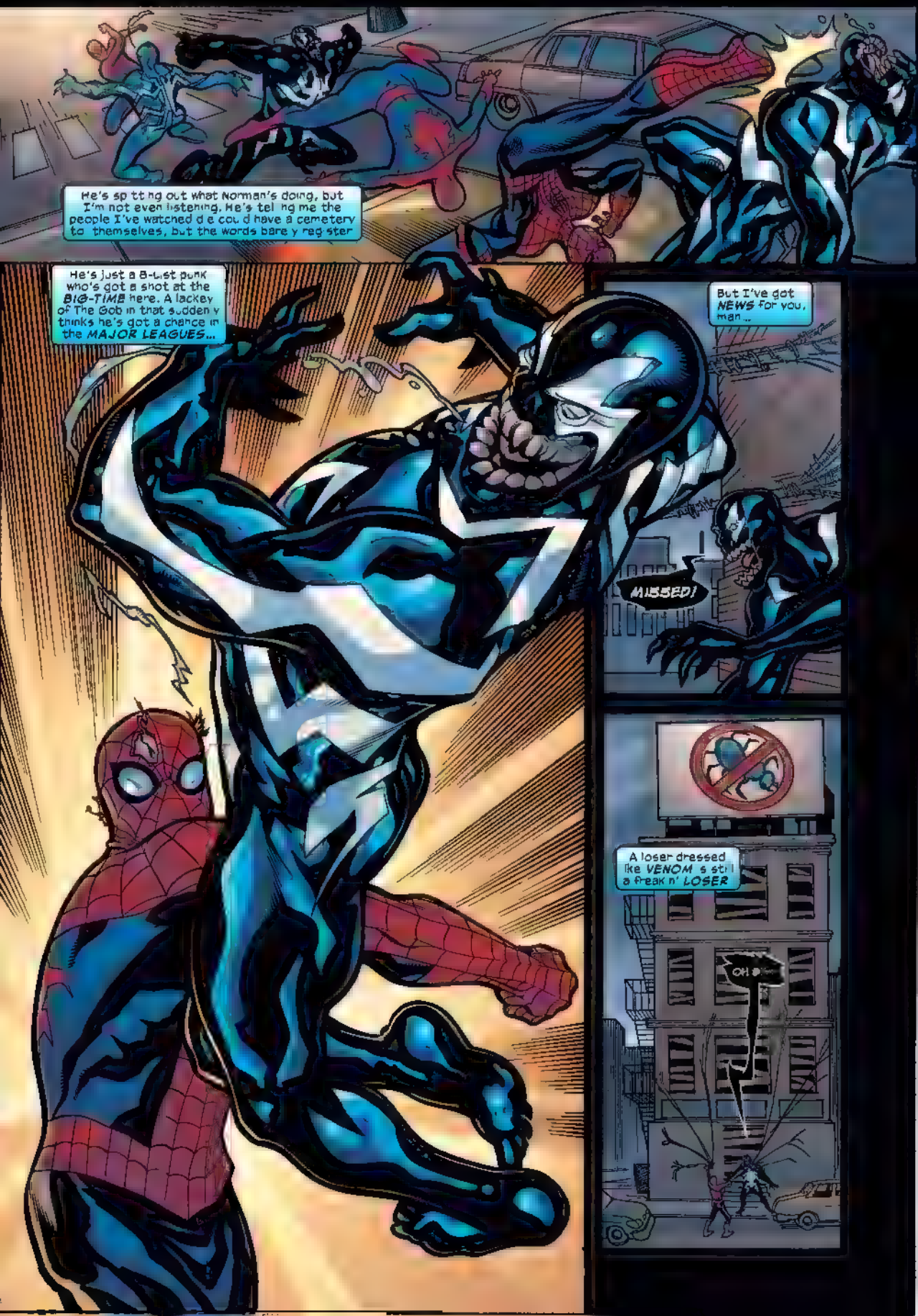
LUCKY FOR YOU SOMEONE MADE THAT CALL, SPIDER-MAN.
WHAT THE HELL ARE YOU ANYWAY? A CAT STUCK IN A TREE? WHAT KINDA SUPER HERO ENDS UP NEEDING RESCUE?
JEEZUS!
MAN, YOU CAN'T EVEN PROTECT YOUR OWN FAMILY. YOU MUST BE THE WORST SUPER HERO EVER.
AGH!
BEHIND ME HONEY, CALL THE COPS
Oh, dear God...

HAHAHAHA!
DOWN!
Bullets stream over and he's chuckling like a girl. That weird double-sound when they talk through the suit. Like somebody yelling into a LOUDSPEAKER...
OOH, YOU'RE GETTING ANGRY, HUH? ANGRY 'CUZ I'M WASTING YOUR TIME WHEN YOU SHOULD BE OUT THERE LOOKING AFTER MARY JANE...
What's he DOING?
Suit's firing out in a hundred different directions.

I'M NOT HERE TO KILL YOU, SPIDER-MAN. I'M JUST HERE TO HOLD YOU BACK WHILE OSBORN TAKES YOUR LIFE APART.
Oh, my God. One big TWIST and he'll pull this whole...
TIME
All those PEOPLE down there...
Surely he wouldn't...
IT'S SHOWTIME, SUPER HERO!

Oh dear Lord...
Don't listen to him. Don't listen to what he's saying. Just spray.
SPRAY.
From one end of the street to the other
Just hit those pads and SPRAY like crazy, Parker
MOTHER OF MERCY...

WAY TO GO, SPIDER-MAN!
YOU THE MAN, DUDE! YOU THE FRIGGIN' MAN!
NOW LET'S SEE YOU KICK THIS PUNK'S @$$, HUH?
SOUNDS LIKE A PLAN.


He's sp tt ng out what Norman's doing, but I'm not even listening. He's tel ng me the people I've watched d e cou d have a cemetery to themselves, but the words bare y reg ster
He's just a B-List punk who's got a shot at the BIG-TIME here. A lackey of The Gob n that sudden y thinks he's got a chance in the MAJOR LEAGUES...
But I've got NEWS for you, man ...
MISSED!
A loser dressed like VENOM s still a freak n' LOSER
OH

T me to get SQUISHED, Scorp·on·
Aunt May. Mary Jane. Aunt May. Mary Jane. Got to take a SECOND first. Got to make sure no one e se got HURT.
YOU GUYS OKAY?
SURE, SPIDER-MAN YOU SAVED US. THAT WAS AWESOME, DUDE GREATEST THING I EVER SAW IN MY LIFE.
Don't stand around. No time to ta K. Leave Gargan for the cops Got to get back home and pray to God Osborn hasn't done much DAMAGE yet..

RIKER'S ISLAND PENITENTIARY
WHAT THE HELL'S GOING ON OUT THERE?
IT'S OSBORN. HE'S ESCAPED. TWO GUYS JUST BROKE HIM OUT AND THE WHOLE PLACE HAS GONE INTO LOCKDOWN
SO WHAT DO WE DO ABOUT OTTO OCTAVIUS? HE'S PRIMED TO GO OFF THIS TIME TOMORROW NIGHT...
OSBORN?
HOLY MOTHER OF JEEZUS...!
ESCAPED?
OH MY GOD! HOLD HIM DOWN AND HIT HIM WITH ANOTHER FIFTY MILLS! QUICKLY!
RELAX! HE'S LOADED! I SHOT HIM UP WITH A HUNDRED, JUST TO BE SURE, BUT WHAT THE HELL WERE YOU THINKING COMING IN SHOOTING YOUR MOUTH OFF LIKE THAT?
HE ASKED WHAT WAS UP AND I TOLD HIM, MAN. I THOUGHT DOC OCK WAS SUPPOSED TO BE UNDER CONTROL, ANYWAY.
IT'S NOT THAT SIMPLE. HE'S BEEN PROGRAMMED WITH A MISSION, BUT IT'S ALL ABOUT THE BALANCE. WE DON'T WANT HIM SO DOPED UP HE CAN'T REMEMBER HIS NAME.
JUST BE GLAD WE DON'T PUT YOU ON REPORT FOR THIS, MULLIGAN COMING IN HERE AND...

OSBORN ESCAPING? OH, THAT WON'T DO AT ALL...
THIS REQUIRES A PLAN WITH SOME SERIOUS LEGS.

Apartment's empty. No sign of a struggle. Is she dead? Did he KILL her? Keep a clear head, Parker. No use to anyone if you're freaking out. Just close your eyes and trust your instincts...
...just like you did when he disappeared with GWEN.
Why are you PUSHING me like this, Osborn?
You're raising the game to a level I just can't HANDLE here...
MARY JANE?

TO BE CONCLUDED...